



CORPORATION SERVICE COMPANY

RECORDATION NO. 25991-D FILED

JAN 12 '06

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SURFACE TRANSPORTATION BOARD

January 11, 2006

Barbara Saddler  
Surface Transportation Board  
Recordation Office  
1925 K Street, N.W., Suite 70  
Washington D.C. 20423  
[Barbara.saddler@stb.dot.gov](mailto:Barbara.saddler@stb.dot.gov)

REF: 149339-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of August 18, 2005 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**  
1211 Avenue of the Americas, 20<sup>th</sup> Floor New York, NY 10036

Lessee: **THE KANSAS CITY SOUTHERN RAILWAY COMPANY**  
427 West 12<sup>th</sup> Street Cathedral Square Kansas City, MO 64105

**A short summary of the document to appear in the index follows:**

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **THE KANSAS CITY SOUTHERN RAILWAY COMPANY** covering 76 covered hopper cars with reporting marks and numbers – KCS 311821 – KCS 312889 – INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation #25991 dated 11/3/05 and return one (1) stamped original to my attention. A check covering the filing fee of thirty-three dollars (\$33.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813

Thank you for your prompt assistance.

Sincerely,

April O'Shea  
Motor Vehicle Specialist

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 15<sup>th</sup> day of August, 2005, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and THE KANSAS CITY SOUTHERN RAILWAY COMPANY, a Missouri corporation, with an address at 427 West 12th Street, Cathedral Square, Kansas City, MO 64105 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Full Service Lease Agreement (the "Lease") dated as of March 15, 2005 covering the equipment listed on Schedule A hereto (the "Equipment") pursuant to a Memorandum of Railcar Lease filed with the Surface Transportation Board on 11/3/2005 as Recordation number 25991.

WHEREAS, the Parties have entered into an additional Rider under the Lease and wish to show for the public record the existence of the aforesaid Rider, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph J. Mankowski  
Name: Joseph Mankowski  
Title: Senior Vice President

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I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

THE KANSAS CITY SOUTHERN RAILWAY COMPANY

By: Ronald G. Russ  
Name: Ronald G. Russ  
Title: Executive Vice President and Chief Financial Officer

Approved:  
1/11 8-18-05

## Schedule A

Number of Cars			Equipment Description		
76			5,150 C.F. covered hopper car with gravity gates and trough hatches		
1	KCS	311821	53	KCS	312866
2	KCS	312814	54	KCS	312867
3	KCS	312815	55	KCS	312868
4	KCS	312816	56	KCS	312869
5	KCS	312817	57	KCS	312870
6	KCS	312818	58	KCS	312871
7	KCS	312819	59	KCS	312872
8	KCS	312820	60	KCS	312873
9	KCS	312822	61	KCS	312874
10	KCS	312823	62	KCS	312875
11	KCS	312824	63	KCS	312876
12	KCS	312825	64	KCS	312877
13	KCS	312826	65	KCS	312878
14	KCS	312827	66	KCS	312879
15	KCS	312828	67	KCS	312880
16	KCS	312829	68	KCS	312881
17	KCS	312830	69	KCS	312882
18	KCS	312831	70	KCS	312883
19	KCS	312832	71	KCS	312884
20	KCS	312833	72	KCS	312885
21	KCS	312834	73	KCS	312886
22	KCS	312835	74	KCS	312887
23	KCS	312836	75	KCS	312888
24	KCS	312837	76	KCS	312889
25	KCS	312838			
26	KCS	312839			
27	KCS	312840			
28	KCS	312841			
29	KCS	312842			
30	KCS	312843			
31	KCS	312844			
32	KCS	312845			
33	KCS	312846			
34	KCS	312847			
35	KCS	312848			
36	KCS	312849			
37	KCS	312850			
38	KCS	312851			
39	KCS	312852			
40	KCS	312853			
41	KCS	312854			
42	KCS	312855			
43	KCS	312856			
44	KCS	312857			
45	KCS	312858			
46	KCS	312859			
47	KCS	312860			
48	KCS	312861			
49	KCS	312862			
50	KCS	312863			
51	KCS	312864			
52	KCS	312865			